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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

02065129

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY								
Prefix	Serial							
-								
DATE RECEIVED								

Name of Offering ([] check if this is	an amendment ar	id name has ch	anged, and indica	ite change.)	***************************************	****************	e, e x 1441, 002, 3047)
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[x] <u>Rule 506</u>	[] Section 4(6)	[]ULOE	00000000000000000000000000000000000000	Wilder
Type of Filing: [x] New Filing [] Amendment				PROCE	SSEI)
MANAGEMENT (MANAGEMENT) AND	A. I	BASIC IDENTIF	ICATION DATA		1 NOV 2 2	2002	***************************************
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Name of Issuer ([] check if this is 2bnatural Corporation	an amendment an	d name has cha	anged, and indicia	ite change.)	FINAN	SIAL	ind return to the
Address of Executive Offices 8411 154 th Avenue NE, F	(Number and Stree Redmond, WA 980	t, City, State, Zi 52	p Code)	Telephone Numbe (425)	er (Including Area 376-1650	Code)	e.Tokommenieri
Address of Principal Business Ope (if different from Executive Offices) SAME		and Street, City,	State, Zip Code)	Telephone Num	ber (Including Are	a Code))
Brief Description of Business Wholesale of vita	mins, minerals	and supplem	ments.	11902-16 September 20 1880 1880 1880 1880 1880 1880 1880 1	MONATORIOS FOLOMOS (MENOS COMPANIOS AND		***************************************
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[x] corporation	[] limited partr	ership, already	formed	[] other (please	specify):		
[] business trust	[] limited partr	ership, to be fo	rmed			1	١
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Actual or Estimated Date of Incorpo	oration or Organiza	tion: [0]3]	[9]8]	[x]Actual [] Estimated	A	1

CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[x] Promoter [x] Beneficial Owner	[x] Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last name South, Dean	first, if individual)	у масчина у умениция на принципання в принц	
	e Address (Number and Street, City, E, Redmond, WA 98052	State, Zip Code)	
Check Box(es) that Ap	pply: [] Promoter [x] Beneficial Ow	ner [x] Executive Off	icer[x]Director[]General and/or Managing Partner
Full Name (Last name Brown, Charles D.	first, if individual)		
Business or Residence	e Address (Number and Street, City,	State, Zip Code)	

8411 154 th Avenue NE, Redmond, WA 98052
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Cerf, Vinton G.
Business or Residence Address (Number and Street, City, State, Zip Code) 8411.154 th Avenue NE, Redmond, WA 98052
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Handley, Stephen
Business or Residence Address (Number and Street, City, State, Zip Code) 8411 154 th Avenue NE, Redmond, WA 98052
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Lynch, Daniel C.
Business or Residence Address (Number and Street, City, State, Zip Code) 8411 154 th Avenue NE, Redmond, WA 98052
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Coldstream Merchant Fund II, LP
Business or Residence Address (Number and Street, City, State, Zip Code) 2370 130 th Avenue SE, Suite 103, Bellevue, WA 98005
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)
B. INFORMATION ABOUT OFFERING
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?
3. Does the offering permit joint ownership of a single unit?
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

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^{2.} Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For

offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$ 247,600.00 26 Non-accredited Investors 0 Total (for filings under Rule 504 only) N/A N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 \$. Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an

estimate and check the box to the left of the estimate. Transfer Agent's Fees []\$ Printing and Engraving Costs [x] <u>\$ 8,000.00</u> Legal Fees Accounting Fees []\$___ Engineering Fees []\$_____ Sales Commissions (specify finders' fees separately) []\$ Other Expenses (identify) []\$ Total []\$ _____

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 239,600.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

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	Payments to Officers,	
	Directors, & Affiliates	Payments To Others
Salaries and fees	[x] <u>\$ 100,000.00</u>	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[x] <u>\$ 250,000.00</u>
Working capital	[]\$	[x] <u>\$ 650,000.00</u>
Other (specify):	[]\$	[]\$
	[]\$	[]\$

Column Totals Total Payments Listed (column totals added)	[x] <u>\$ 100,000.00</u> [x] <u>\$ 900,000.00</u>					
D. FEI	DERAL SIGNATURE					
following signature constitutes an undertaking by the issuer t	ndersigned duly authorized person. If this notice is filed under <u>Rule 505</u> , the ofurnish to the U.S. Securities and Exchange Commission, upon written any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u> .					
Issuer (Print or Type)	Signature Date					
2bnatural Corporation	11-5-02					
Name of Signer (Print or Type)	Title of Signer (Print or Type)					
Charles D. Brown	Secretary					
	ATTENTION					
Intentional misstatements or omissions of	fact constitute federal criminal violations. (See 18 U.S.C.					
	1001.)					
E. S 1. Is any party described in 17 CFR 230.262 presently subjective?	· · · · · · · · · · · · · · · · · · ·					
	Column 5, for state response.					
2. The undersigned issuer hereby undertakes to furnish to ar Form D (17 CFR 239,500) at such times as required by state	ny state administrator of any state in which this notice is filed, a notice on law.					
3. The undersigned issuer hereby undertakes to furnish to th issuer to offerees.	e state administrators, upon written request, information furnished by the					
	ar with the conditions that must be satisfied to be entitled to the Uniform notice is filed and understands that the issuer claiming the availability of ditions have been satisfied.					
The issuer has read this notification and knows the contents undersigned duly authorized person.	to be true and has duly caused this notice to be signed on its behalf by the					
Issuer (Print or Type)	Signature Date					
2bnatural Corporation	MMW 11-5-02					
Name of Signer (Print or Type)	Title (Print or Type)					
Charles D. Brown	Secretary					
Instruction						

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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	Intend to non-ac investors (Part B-	to sell ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	6	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK				<u> </u>						
AZ		.,		1	\$ 25,000			*************************	<u> </u>	
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CA				1	\$ 10,000					
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